

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF OHIO  
WESTERN DIVISION

DEUTSCHE BANK TRUST COMPANY	)	CASE NO.: 1:11-cv-00358
AMERICAS, IN ITS CAPACITY AS	)	
SUCCESSOR INDENTURE TRUSTEE	)	JUDGE SANDRA S. BECKWITH
FOR CERTAIN SERIES OF SENIOR	)	
NOTES, et al.	)	MAGISTRATE JUDGE BOWMAN
	)	
Plaintiffs	)	
	)	
v.	)	
	)	
AMERICAN ELECTRIC POWER, et al.	)	
	)	
Defendants.	)	
	)	
	)	

**ANSWER OF DEFENDANTS, THE ROBERT CULL TRUST U/A 1/14/98 AND ROBERT  
R. CULL, AS TRUSTEE OF THE ROBERT R. CULL TRUST U/A 1/14/98**

For its Answer to the Second Amended Class Action Complaint, Defendants, the Robert Cull Trust U/A 1/14/98 and Robert R. Cull, as Trustee of the Robert R. Cull Trust U/A 1/14/98, states as follows:

**NATURE OF THE ACTION**

1. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 1 of the Complaint.

2. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 2 of the Complaint.

3. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 3 of the Complaint.

4. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 4 of the Complaint.

5. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 5 of the Complaint.

6. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 6 of the Complaint.

7. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 7 of the Complaint.

8. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 8 of the Complaint.

9. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 9 of the Complaint.

10. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 10 of the Complaint.

11. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 11 of the Complaint.

12. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 12 of the Complaint.

13. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 13 of the Complaint.

14. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 14 of the Complaint.

**THE PARTIES**

15. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 15 of the Complaint.

16. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 16 of the Complaint.

17. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 17 of the Complaint.

18. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 18 of the Complaint.

19. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 19 of the Complaint.

20. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 20 of the Complaint.

21. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 21 of the Complaint.

22. Admit these answering Defendants were the legal and beneficial owners of Tribune's common stock that was purchased, repurchased, or redeemed by Tribune in connection with the LBO, or received proceeds of the Shareholder Transfers and further admits these answering defendants are domiciled in the state of Ohio, but deny for want of knowledge

sufficient to form a belief as to the truth thereof, the remaining allegations set forth in paragraph 22 of the Complaint.

23. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 23 of the Complaint.

24. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 24 of the Complaint.

25. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 25 of the Complaint.

26. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 26 of the Complaint.

27. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 27 of the Complaint.

28. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 28 of the Complaint.

29. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 29 of the Complaint.

**CLASS ALLEGATIONS**

30. No response is required with respect to the allegations set forth in paragraph 30 of the Complaint.

31. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 31 of the Complaint.

32. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 32 of the Complaint.

33. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 33 of the Complaint.

34. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 34 of the Complaint.

35. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 35 of the Complaint.

36. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 36 of the Complaint.

37. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 37 of the Complaint.

#### **JURISDICTION AND VENUE**

38. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 38 of the Complaint.

39. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 39 of the Complaint.

40. Admitted.

41. Admit the allegations set forth in paragraph 41(a) and 41(c), but deny the allegations set forth in paragraph 41(b) for want of knowledge sufficient to form belief as to the truth thereof.

#### **FACTUAL BACKGROUND**

42. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 42 of the Complaint.

43. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 43 of the Complaint.

44. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 44 of the Complaint.

45. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 45 of the Complaint.

46. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 46 of the Complaint.

47. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 47 of the Complaint.

48. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 48 of the Complaint.

49. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 49 of the Complaint.

50. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 50 of the Complaint.

51. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 51 of the Complaint.

52. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 52 of the Complaint.

53. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 53 of the Complaint.

54. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 54 of the Complaint.

55. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 55 of the Complaint.

56. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 56 of the Complaint.

57. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 57 of the Complaint.

58. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 58 of the Complaint.

59. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 59 of the Complaint.

60. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 60 of the Complaint.

61. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 61 of the Complaint.

62. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 62 of the Complaint.

63. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 63 of the Complaint.

64. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 64 of the Complaint.

65. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 65 of the Complaint.

66. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 66 of the Complaint.

67. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 67 of the Complaint.

68. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 68 of the Complaint.

69. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 69 of the Complaint.

70. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 70 of the Complaint.

71. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 71 of the Complaint.

72. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 72 of the Complaint.

73. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 73 of the Complaint.

74. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 74 of the Complaint.

75. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 75 of the Complaint.

76. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 76 of the Complaint.



77. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 77 of the Complaint.

78. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 78 of the Complaint.

79. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 79 of the Complaint.

80. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 80 of the Complaint.

81. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 81 of the Complaint.

82. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 82 of the Complaint.

83. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 83 of the Complaint.

84. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 84 of the Complaint.

85. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 85 of the Complaint.

86. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 86 of the Complaint.

87. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 87 of the Complaint.

88. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 88 of the Complaint.

89. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 89 of the Complaint.

90. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 90 of the Complaint.

91. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 91 of the Complaint.

92. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 92 of the Complaint.

93. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 93 of the Complaint.

94. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 94 of the Complaint.

95. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 95 of the Complaint.

96. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 96 of the Complaint.

97. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 97 of the Complaint.

98. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 98 of the Complaint.

99. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 99 of the Complaint.

100. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 100 of the Complaint.

101. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 101 of the Complaint.

102. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 102 of the Complaint.

103. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 103 of the Complaint.

104. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 104 of the Complaint.

105. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 105 of the Complaint.

106. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 106 of the Complaint.

107. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 107 of the Complaint.

108. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 108 of the Complaint.

**COUNT ONE**

109. These answering Defendants incorporate their responses to the allegations set forth in paragraphs 1 through 108.

110. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 110 of the Complaint.

111. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 111 of the Complaint.

112. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 112 of the Complaint.

113. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 113 of the Complaint.

114. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 114 of the Complaint.

**COUNT TWO**

115. These answering Defendants incorporate their responses to the allegations set forth in paragraphs 1 through 114.

116. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 116 of the Complaint.

117. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 117 of the Complaint.

118. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 118 of the Complaint.

119. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 119 of the Complaint.

120. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 120 of the Complaint.

**COUNT THREE**

121. These answering Defendants incorporate their responses to the allegations set forth in paragraphs 1 through 120.

122. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 122 of the Complaint.

123. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 123 of the Complaint.

124. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 124 of the Complaint.

125. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 125 of the Complaint.

126. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 126 of the Complaint.

**COUNT FOUR**

127. These answering Defendants incorporate their responses to the allegations set forth in paragraphs 1 through 126.

128. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 128 of the Complaint.

129. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 129 of the Complaint.

130. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 130 of the Complaint.

131. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 131 of the Complaint.

132. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 132 of the Complaint.

133. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 133 of the Complaint.

**COUNT FIVE**

134. These answering Defendants incorporate their responses to the allegations set forth in paragraphs 1 through 133.

135. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 135 of the Complaint.

136. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 136 of the Complaint.

137. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 137 of the Complaint.

138. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 138 of the Complaint.

139. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 139 of the Complaint.

**COUNT SIX**

140. These answering Defendants incorporate their responses to allegations set forth in paragraphs 1 through 139.

141. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 141 of the Complaint.

142. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 142 of the Complaint.

143. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 143 of the Complaint.

144. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 144 of the Complaint.

145. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 145 of the Complaint.

146. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 146 of the Complaint.

147. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 147 of the Complaint.

**COUNT SEVEN**

148. These answering Defendants incorporate their responses to allegations set forth in paragraphs 1 through 147.

149. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 149 of the Complaint.

150. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 150 of the Complaint.

151. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 151 of the Complaint.

152. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 152 of the Complaint.

153. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 153 of the Complaint.

154. Deny for want of knowledge sufficient to form belief as to the truth thereof, the allegations set forth in paragraph 154 of the Complaint.

**AFFIRMATIVE DEFENSES**

1. The Complaint fails to state a claim upon which relief may be granted.
2. The Complaint is barred by estoppel.
3. The Complaint is barred by waiver.
4. The Complaint is barred by laches.
5. These answering Defendants incorporate the affirmative defenses of all other answering Defendants.

**PRAYER FOR RELIEF**

These answering Defendants request the Court (a) dismiss the Complaint as against these answering Defendants; (b) award these answering defendants their attorneys fees and costs; and (c) for such other and further relief as the Court may deem just and proper.

Respectfully submitted,

/s/ Ryan P. Nowlin  
James D. Vail (0006723)  
Ryan P. Nowlin (0079769)  
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Attorneys for Defendants, the Robert R. Cull  
Trust U/A 1/14/98 and Robert R. Cull, as  
Trustee of the Robert R. Cull Trust U/A  
1/14/98



**CERTIFICATE OF SERVICE**

I hereby certify that on December 22, 2011, a copy of the foregoing Answer of Defendants Robert R. Cull Trust U/A 1/14/98 and Robert R. Cull, as Trustee of the Robert R. Cull Trust U/A 1/14/98 was filed electronically. Notice of this filing will be sent to all parties by operation of the Court's electronic filing systems. Parties can access the document through the Court's system.

/s/ Ryan P. Nowlin

Ryan P. Nowlin (0079769)